

HNC FURTHER EDUCATION CORPORATION

Search & Governance Committee Meeting held on 28th February 2023 from 5pm via Teams



Confirmed Minutes

Present: Ms M Boryslawskij (Chair), Ms L Summers, Mr M Smith-Connor and Ms J Muscroft (attendance 100%)

Clerk: Mrs C Coupland

1. Apologies for Absence/ Declaration of Interest

There were no apologies for absence.

There were no declarations of interest by the committee.

2. Minutes from Meeting held on 21st October 2022

That the minutes be accepted as correct subject to amendments of identified typographical errors.

3. Matters arising

Code of Good Governance – ESG (point from 2nd March 2022)

The Clerk confirmed that as of January 2023 she had assumed responsibility for the creation of the college's overall sustainability strategy. The committee recalled that the Governance Metrics have been agreed and approved by the Corporation; time was now to be spent exploring and determining the relevant environmental and social metrics to be included within the revised ESG policy that was being drafted. The Clerk confirmed that the college needed to now establish base readings for energy consumption in order to best guide and shape the overall milestones for the sustainability strategy. This will allow for meaningful annual reviews to be undertaken by delegated committees and the corporation in the future when holding senior leaders to account for the progress made against all environmental metrics to support the college in working towards net zero emissions (balancing the carbon emitted with the carbon absorbed) by 2038.

The Clerk advised the committee that she had linked in with the SFCAs Sustainable working group; no meetings had taken place this year to date. However, she had had access to previous Teams chats – it would seem that colleges are using this forum to discuss and share possible sustainability initiatives rather than agreeing sector relevant metrics as Governors and Senior Leaders had been previously advised. The Clerk advised that she would however know more once she had attended a meeting for herself – a meeting date is however yet to be agreed.

External Governance Guide

It was noted that the revised tender timeline had been updated and was to be addressed under agenda item 4.

FE workforce governor data collection for FE and sixth-form colleges:

The Clerk confirmed that HNC's governor data was submitted timely for the initial deadline of November 2022 – this has since been extended. Outcome of any analysis is yet to be published.

The committee was advised that SFCA had asked for responses to be shared with them to inform sector specific analysis. This data will be presented alongside the FE workforce governor data and will be presented to the

committee once made available. The Clerk advised the committee however that only a very small number of colleges had shared their returns with SFCA. The data sample is therefore small.

4. Governance Self-Assessment Review 2022/23: Mid-Year Review

The Clerk reminded members that the quality improvement plan has derived from the areas for improvement identified through the self-assessment process. The targets agreed are founded on what the Corporation believes it needs to address in its efforts to maintain outstanding. Key development priorities have also been identified for 2022/23 and incorporated in the quality improvement plan.

The committee was satisfied that good progress was being made on most of the actions agreed as necessary to enable the corporation to main its high performance. It was agreed that efforts should now be focussed on stakeholder engagement opportunities.

The Clerk confirmed that the Stakeholder Engagement Strategic Overview and Operational tracker is now fully populated but is yet to be cross referenced to the approved 'meeting skills needs' document to ensure completeness. The stakeholder framework, overview and tracker will be presented for consideration at the next Search & Governance Committee meeting.

It was noted that Stakeholder Engagement opportunities for Governors remain to be limited however invites have been extended to Corporation members to shadow 'deep dive' processes (which incorporates hearing staff and student voice), as well as SAR & QIP validation meetings. Stakeholder feedback, collated by SLT on the corporation's behalf, has however been included within the corporate reports throughout the academic year to date. It was agreed by the Committee that the overview and tracker, once complete and approved, will also inform and guide how best governors are to be involved in stakeholder engagement in the future.

The Clerk advised the committee that she had sourced a possible facilitator to lead the desired training on critical engagement – effective scrutiny and challenge. The recommendation had come via the FE clerks Network.

It was also noted that Audit provision is yet to be sourced and secured for External Governance Review ; all present recalled that the Tender document had however been agreed. The clerk confirmed that the Tender documentation is not to be released though until May to allow for prices and rates, to remain valid to acceptance for 90 days from the tender delivery date. Decision on appointment will be addressed at the next S&G committee. The committee considered and agreed the updated tender timeline.

The committee established that the governance portal on Moodle was up to date to support inspection preparation should the college receive notice of an Ofsted visit. The clerk noted however that as there is a lot of information made available on the intranet and remains mindful that a more user friendly document would be beneficial for Governors to simply pull key information together in a short summative report. Those present agreed that this would be useful. Mr Smith-Connor also raised the option for Governors to meet virtually with a newly accredited Inspector to provide a learning opportunity to practise responding to questions exploring key themes likely to be raised with governors during the inspection. All agreed that this would be worthwhile. The Clerk was tasked with setting up this training event.

Resolved:

- That the update be received
- That the stakeholder framework, overview and tracker will be presented for consideration at the next Search & Governance Committee meeting.
- For the Clerk to continue to source a facilitator for the critical engagement training.
- That the updated tender timeline be approved for implementation
- For the Clerk to liaise with the newly accredited Inspector and arrange a team's meeting for all governors to be invited to.

5. Membership Determination & Vacancies

Corporation membership:

The Clerk advised the committee that at present the Corporation comprises of 12 Governors, given the two recent resignations from Ms Haigh and Ms Drury.

The Committee noted that Ms Haigh's term of office was due to expire at the end of this academic year - July 2023 : Ms Haigh resigned from all governors roles with immediate effect in December 2022.

Ms Drury's term of office was not due to expire until end of Autumn Term 2024/25; Ms Drury has stood down from the Corporation but has expressed a desire to continue to serve as a co-opted member of the Remuneration and Personnel committee until a further HR specialist is recruited so as not to leave the committee with a specialist skills gap in HR. Ms Drury does not wish to continue to serve as a Committee Chair – only serve as a member; in light of this information it was agreed appropriate to appoint Ms Summers as an interim Committee Chair for the short term to allow others from within the committee to either express an interest or be afforded time to undertake development opportunities, if required, to support transition to the role of Committee Chair.

The Clerk confirmed that she has received an application from Ms Watterston – Mr Smith Connor and Ms Summers met with the individual on 20th January 2023; a formal recommendation to appoint was agreed by the committee, having reviewed the application and considered the positive feedback from the interview. Members also agreed that Ms Watterston would add value to the R&P committee given her professional background, skill set and personal interests.

The Clerk advised the committee that the Principals of HNC and Kirklees College are agreeable for one member of each Senior Leadership Team to apply to serve as a governor on the corporation as well the board's Q&S committee. Mr Smith-Connor informed the committee that Ms Rogerson (Assistant Principal) at HNC is agreeable to be nominated for appointment at Kirklees College. The Clerk confirmed that to date no application had been received from Kirklees College. The committee welcomed this news and believed that the mutual exchange of senior leaders would be beneficial for each college; however all were mindful that any perceived or actual conflicts of interests would need to be appropriately managed by each college throughout the duration of any appointment.

The committee notes that Mr Webb has confirmed that he shall be retiring from all roles at the end of December 2023 when his second term of office expires. Mr Webb is currently the CEIAG Link Governor and serves on the Audit and R&P committee. Ms Summers advised that the committee that in her recent one to one reviews with governors; Mr Williams had expressed an interest in taking over the CEIAG on hearing of Mr Webb's pending retirement. The Committee agreed the designate appointment.

Student Governor:

The Committee was reminded that Ms Natasha Woodhouse continues to serve as the Student Governor until Easter 2023. The Clerk confirmed that the appointment process for the next student governor will be initiated shortly.

Staff Governor:

Ms Hayley Doyle is the appointed Staff Governor. Ms Doyle is the College's Director of Marketing, Admissions and Schools Liaison

Parent Governor:

Ms Lindsay Lomas is the appointed Parent Governor and has been appointed as the SEND Link Governor given her professional experience and personal interest in the field.

Committee Membership:

Time was taken by members to review the membership of each committee. It was noted that opportunities for co-opted members also continue to be advertised. The Clerk continues to pursue all lines of enquiry.

The committee was mindful of Ms Haigh's recent resignation which has reduced the number of Audit Committee members to 4; (which will reduce further to 3 on Mr Webb's retirement at the end of the autumn term) efforts are therefore to concentrate on bolstering its membership. A Vice Chair for the Committee will also now need to be appointed; the clerk confirmed that this is to be raised at the committee's next meeting.

The Clerk confirmed that she continues to seek co-optees from a HR background to bolster the existing membership of the R&P committee. It is important to note that Ms Drury is to continue to serve on the committee and is also a HR expert – the skills gap therefore does not need to be addressed immediately. Increasing the number of HR experts amongst the corporation and or its committees would however serve purposeful to support any conversion especially regarding its impact (or not) on staffing matters e.g. TUPE.

Members were reminded that the Quality & Standards committee was resurrected late Autumn term. The current board membership of the committee is:

- Ms Summers (Committee Chair)
- Mr Smith-Connor
- Ms Boryslawskyj
- Ms Lomas
- Ms Podmore (co-opted member)

It was noted that the committee membership would grow with any application received from a Kirklees College SLT member (if the application is endorsed by the committee and approved by the Corporation).

Resolved:

- **That the report be received**
- **To recommend to the Corporation the appointment of Ms Cherill Watterston as an External Governor for up to 4 years (until end of April Term 2027) and for Ms Watterston to also serve on the Remuneration and Personnel committee.**
- **For Ms Summers to be reappointed as the R&P Committee Chair for the interim period in light of Ms Drury's resignation from Governor responsibilities**
- **For Ms Drury to remain as a co-opted member of the R&P Committee.**
- **For Mr Williams to be appointed as the CIEAG Link Governor designate and for the Clerk to support the handover process.**

6. Accessibility Audit

The Clerk advised the committee that on 19th January 2023, HNC received confirmation that the college's website had been monitored by the Government Digital Service. Notification confirmed that the website was checked on 17th January 2023 against the Web Content Accessibility Guidelines 9WAG) 2.1AA standard. Based on their testing, the website is partially compliant with WCAG 2.1 AA. This means that there are some things which are not fully accessible. It was also noted that there is no accessibility statement on the website.

The committee was advised that the key areas tested from the website were:

- Homepage
- Contact page
- Vision and Missions page
- Events Page
- FAQ site
- Prospectus 2023

The committee was notified of the issues identified regarding non-compliance and advised of the college's response to date. Members understood that only a small number of issues could be addressed internally by staff at HNC given the technical nature of the responses required. The college therefore sought feedback from its website supplier and developer to determine costings and timings on the fixes needed / desired. This report was received by the college on 10th February 2023, a meeting is to take place on 21.02.23 to discuss matters further and to determine what (if any) of the desirable recommendations are also to be implemented, dependent upon resource and staffing intensity, in advance of the deadline 12th April 2023.

It was noted that Government guidance acknowledges that as an organisation HNC may not need to fix all elements raised, however all present agreed that it's better for all users if the college's website and mobile app could be made more available for people with accessible needs going forward.

The Clerk explained that the purpose of the required accessibility statement is to make clear what is non-accessible content and to highlight who to approach at the college should information in different formats be needed. Time was taken for the Clerk to receive feedback on the draft version of the accessibility statement presented. It was agreed

appropriate to share the final version of the accessibility statement with the Chair of the Corporation for final approval prior to posting on the website.

The Clerk also raised the following with the committee:

- The college is currently undertaking a tender exercise to appoint the website supplier/developer going forward. Further opportunities to improve the accessibility of our website or mobile app is being discussed at the tender stage prior to appointment.
- A plugin is to be purchased. This widget immediately offers a fully-accessible user experience to tailor to personal accessibility needs. It provides an immediate and more streamlined interface, users can then select profiles and features which are most helpful to them when using our website.
- The HNC colour palette contrast ratios have already been undertaken to inform future decisions on the visual presentation of text on the college's website to ensure that colour pairings and contrast ratios are good.
- Staff are undertaking accessibility training to inform future designs of marketing media that is available online ; such as the college prospectus
- Staff training is to be undertaken to inform how word documents/PDFs are to be published in future in order to aim to meet accessibility standards.

Resolved:

- **That the report be received**
- **For the Chair of the Corporation to approve the accessibility statement in advance of posting on the college's website**

7. Governance Policies and Procedures – Annual reviews.

In line with the College's Scheme of Delegation; the Clerk advised the committee that the following policies have been subject to an annual review:

- Conflicts of Interest Policy
- Access to Corporation Information
- Procedure for the removal of a Governor from office for reasons other than statutory disqualification.
- Selection of Governors
- Succession Planning
- Governor Induction Policy
- Mentoring Policy
- Election process (Chair & Vice Chair)

The Clerk confirmed that all, except the Conflict of Interest Policy, have been deemed to be comprehensive and appropriate with no changes required.

The committee was informed that the College's Conflicts of interest policy had been comprehensively reviewed in light of the recent disciplinary hearing. Feedback had been provided by the Chair of the Disciplinary Hearing and the HR Director, which had also informed the annual review.

It was noted that the proposed amendments intended to clarify the scope of the policy, how declarations will be used at the college and to confirm that the FRS 8 has now been superseded by FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

Post deliberations, it was agreed that although the changes proposed were sensible the policy needed to better explain how to identify and manage perceptions of conflicts and loyalties not just declared conflicts of interest. It was agreed for the current draft to be circulated to all members to offer personal feedback to the Clerk which could then be used to inform further policy revisions. The committee asked for a reworked policy to be presented for consideration at its next meeting.

Time was also spent on the merits of sharing the register of interests more openly amongst the corporation, the senior leaders and other key staff leading on procurement to ensure that all perceived as well as declared interests and loyalties for individuals and connected persons are widely published and therefore managed more appropriately. This thinking is to be added to the revised policy with Governors to be advised of the intention for declarations to be published internally. It was noted that post academy conversion this type of information is required to be published on the website.

Resolved:

- **To note that all listed policies have been subject to an annual review by the Clerk**
- **For a revised Declaration of Interest Policy to be presented to the committee at its next meeting incorporating feedback received on the nature of the changes required.**

8. Learner Impact Reflection

The impact of discussions and scrutiny of the Committee's work in improving the outcomes and experience for all learners were considered and the following agreed.

Resolved:

- By reviewing membership and agreeing succession planning strategies, the committee ensures that the Corporation continues to have the required mix of skill sets to effectively undertake its business in improving the quality of teaching, learning and assessment,
- Critical review of annual performance ensures that the Board has fulfilled its statutory and delegated responsibilities.
- Maintaining high performance amongst Governors enables the Corporation to continue to provide strategic leadership and accountability
- A high performing corporation is able to support the college to achieve its aims and objectives and secure positive outcomes for students
- The Committee is committed to ensuring that every governor develops the skills they need to be effective and to make an active and valuable contribution to the work of the Corporation
- The pursuit of excellence in all of the Corporations activities is demonstrated by an uncompromising and highly successful drive to contribute to the colleges success and ambitions
- Assurance that the Corporation continues to seek out best practice initiatives as well as to inform/lead best practice within the sector in order to remain outstanding in its performance.
- Assurance that the college strives to create a transparent, fair organisation that is attractive to work and learn at.
- Assurance received that the governing framework is compliant with statutory responsibilities and regulations

9. Determination of confidentiality

Supporting papers for the Membership and Vacancies Report is deemed confidential as it specifically refers to individuals.

10. Date of next meeting. 15th June 2023 from 5pm via Teams